

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

CHERYL SCOTT, on behalf of herself,)
the Caterpillar 401(k) Retirement Plan,)
and all similarly situated,)

Plaintiff,

v.

AON HEWITT FINANCIAL)
ADVISORS, LLC, et al.,)

Defendants.

NO. 1:17-CV-00679

Hon. Sharon Johnson Coleman

**AMENDED DECLARATION OF AMANDA AMERT IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS PLAINTIFF'S CLASS ACTION COMPLAINT**

AMANDA AMERT, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am an attorney at Jenner & Block LLP, which represents defendants Aon Hewitt Financial Advisors, LLC ("AFA") and Hewitt Associates, LLC. I submit this declaration on behalf of defendants to place before the Court documents relevant to defendants' motion to dismiss plaintiff's class action complaint.

2. Attached as Exhibit 1 is a true and correct copy of Part 2A of the Form ADV: Firm Brochure effective June 30th, 2016 filed with the Securities and Exchange Commission by Aon Hewitt Financial Advisors, LLC.

3. Attached as Exhibit 2 is a true and correct copy of the 2013 Caterpillar Sponsored 401(k) Plans Fee Disclosure Notice.

4. Attached as Exhibit 3 is a true and correct copy of the Caterpillar 401(k) Savings Plan's Form 11-K filed with the Securities and Exchange Commission for the fiscal year ending December 31, 2015.

5. Attached as Exhibit 4 is a true and correct copy of the Form 10-K filed with the Securities and Exchange Commission by Financial Engines, Inc. for the fiscal year ending December 31, 2015.

6. Attached as Exhibit 5 is a true and correct copy of Part 2A of the Form ADV: Firm Brochure effective December 1, 2016 filed with the Securities and Exchange Commission by Financial Engines Advisors L.L.C.

7. Attached as Exhibit 6 is a true and correct copy of the Master Services Agreement between Hewitt Associates LLC, Financial Engines, Inc., and Financial Engines Advisors L.L.C. dated March 13, 2009, with confidential information redacted or omitted.

8. Attached as Exhibit 7 is a true and correct copy of the Advisory and Data Services Agreement between Financial Engines, Inc., Financial Engines Advisors L.L.C, and AFA dated March 7, 2011, with confidential information redacted or omitted.

9. Attached as Exhibit 8 is a true and correct copy of the Annual Return/Report of Employee Benefit Plan (Form 5500) for the Caterpillar 401(k) Retirement Plan filed by Caterpillar Inc. with the Department of Labor for the 2011 plan year.

10. Attached as Exhibit 9 is a true and correct copy of Annual Return/Report of Employee Benefit Plan (Form 5500) for the Caterpillar 401(k) Retirement Plan filed by Caterpillar Inc. with the Department of Labor for the 2012 plan year.

11. Attached as Exhibit 10 is a true and correct copy of Annual Return/Report of Employee Benefit Plan (Form 5500) for the Caterpillar 401(k) Retirement Plan filed by Caterpillar Inc. with the Department of Labor for the 2013 plan year.

12. Attached as Exhibit 11 is a true and correct copy of the 2014 Caterpillar Sponsored 401(k) Plans Fee Disclosure Notice.

13. Attached as Exhibit 12 is a true and correct copy of the 2015 Caterpillar Sponsored 401(k) Plans Fee Disclosure Notice.

14. Attached as Exhibit 13 is a true and correct copy of the 2016 Caterpillar Sponsored 401(k) Plans Fee Disclosure Notice.

15. Attached as Exhibit 14 is a true and correct copy of the “Instructions for Form 5500: Annual Return/Report of Employee Benefit Plan” published by the Internal Revenue Service for the 2013 plan year.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: May 3, 2017

Respectfully submitted,

By: /s/ Amanda S. Amert

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CERTIFICATE OF SERVICE

I, Amanda Amert, an attorney, certify that on May 16, 2017, I caused a true and correct copy of the foregoing **Amended Declaration Of Amanda Amert In Support Of Defendants' Motion To Dismiss Complaint, along with the exhibits thereto**, to be served upon all CM/ECF registrants of record in this action using the CM/ECF system.

/s/ Amanda S. Amert